

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SEC FILE NUMBER: 001-35527
CUSIP NUMBER: 12619C200

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check one):

- Form 10-K                       Form 20-F                       Form 11-K                       Form 10-Q                       Form 10-D  
 Form N-SAR                       Form N-CSR

For Period Ended:                      December 31, 2012

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR  
For the Transition Period Ended: \_\_\_\_\_

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: N/A

PART I — REGISTRANT INFORMATION

**CNS Response, Inc.**

Full Name of Registrant

N/A

Former Name if Applicable

**85 Enterprise, Suite 410**

Address of Principal Executive Office (Street and Number)

**Aliso Viejo, California 92656**

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;  
(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and  
(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III — NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra sheets if needed.)

The Registrant's Form 10-Q, for the quarter ended December 31, 2012, could not be filed within the prescribed time period because the XBRL exhibits to the filing could not be completed within such time period without unreasonable effort or expense.

**PART IV — OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

<b>Paul Buck</b> _____ (Name)	<b>(949)</b> _____ (Area Code)	<b>420-4402</b> _____ (Telephone Number)
<b>Chief Financial Officer</b> _____ (Title)		

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

- (3) Is it anticipated that any significant change in results of operations for the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No\*

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

- (3) EXPLANATION OF ANTICIPATED CHANGE

For the quarter ended December 31, 2012, the Registrant expects to report a net loss of \$973,300 as compared to a net loss of \$2,731,300 for the same period in 2011.

**CNS Response, Inc.**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

CNS RESPONSE, INC.

Date: **February 14, 2013**

By: **/s/ Paul Buck**  
Name: Paul Buck  
Title: Chief Financial Officer